

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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KING COUNTY, WASHINGTON, :
IOWA STUDENT LOAN LIQUIDITY :
CORPORATION, Together and on :
Behalf of All Others Similarly Situated, :
Plaintiffs, : 09 Civ. No. 8387 (SAS)
- against - : **ECF Case**
IKB DEUTSCHE INDUSTRIEBANK :
AG, et al. :
Defendants. :
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**NOTICE OF MOTION TO DISMISS THE FIRST AMENDED COMPLAINT
PURSUANT TO FEDERAL RULES OF CIVIL PROCEDURE 8(a), 9(b) AND 12(b)(6)**

PLEASE TAKE NOTICE that, upon the accompanying Memorandum of Law, the annexed Declaration of James P. Rouhandeh and the exhibit thereto, and all the pleadings and proceedings herein, defendants Morgan Stanley & Co. Incorporated and Morgan Stanley & Co. International Limited (n/k/a Morgan Stanley & Co. International plc) hereby move this Court before the Honorable Shira A. Scheindlin, United States District Judge for the Southern District of New York, at the United States Courthouse located at 500 Pearl Street, Courtroom 15C, New York, New York 10007, for an order, pursuant to Federal Rules of Civil Procedure 8(a), 9(b) and 12(b)(6), dismissing the first amended complaint in the above-captioned action and granting such further relief as the Court deems proper and just.

Morgan Stanley & Co. Incorporated and Morgan Stanley & Co. International Limited respectfully request oral argument on this motion.

Dated: July 15, 2010
New York, New York

DAVIS POLK & WARDWELL LLP

By: /s/ James P. Rouhandeh
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